

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

(Jointly Administered)

DECLARATION OF R.FREDERICK WALTERS

R. Frederick Walters ("Declarant"), pursuant to 28 U.S.C. §1746, hereby declares as follows:

1. I am a shareholder in the firm of Walters, Bender, Strohbehn & Vaughan, P.C. ("Walters Bender") and one of the Class Counsel for the Kessler Settlement Class.

2. I submit this declaration pursuant to the Court's Order Pursuant to Rules 7023 and 9019 of the Federal Rules of Bankruptcy Procedure (1) Preliminarily Approving Settlement Agreement Between Named Plaintiffs, Individually and as Representatives of the Kessler Settlement Class, and the Settling Defendants; (2) Granting Class Certification for Purposes of Settlement only; (3) Approving the Form and Manner of Notice to Kessler Settlement Class Members of the Settlement Agreement; (4) Scheduling a Fairness Hearing to Consider Final Approval of the Settlement Agreement; and (5) Granting Related Relief (Doc #4808), entered August 23, 2013, requiring Class Counsel to file a sworn statement with the Court that identifies those persons, if any, who submitted a Request for Exclusion.

3. We have received correspondence requesting exclusion from five (5) members of the Kessler Settlement Class on three (3) CBNV/GNBT Loans identified as follows:

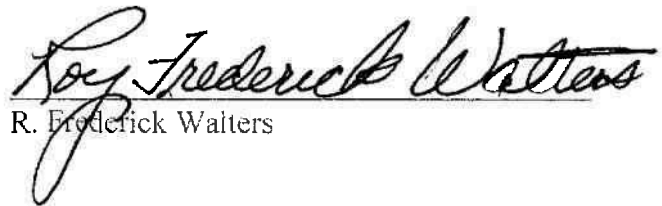
- a. William A. Martin and Fredica A. Martin.
- b. Elizabeth A. Hampton.
- c. David B. Rooley and Sarah Rooley

4. Although there are deficiencies in each of the requests, Class Counsel and the Settling Defendants have agreed to honor each request for exclusion and the above referenced members of the Kessler Settlement Class are therefore excluded.

5. I have personal knowledge of the above matters and know them to be true.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: October 25, 2013


R. Frederick Walters